



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE AMERICAN INTERNATIONAL GROUP,
INC. SECURITIES LITIGATION

This Document Relates To: All Actions

ECF CASE

Master File No. 04 Civ. 8141 (DAB) (AJP)

DAB
2/2/12

PROPOSED ORDER APPROVING PLAN OF ALLOCATION

THIS MATTER having come before the Court on January 31, 2012 on Lead Plaintiff's motion for approval of the proposed settlement with defendant American International Group, Inc.; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, the Court hereby finds and concludes that due and adequate notice was directed to persons and entities who are Settlement Class Members, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Settlement Class Members to be heard with respect to the Plan of Allocation.

2. The purported objection concerning the Plan of Allocation is hereby overruled, except as set forth in this Court's Memorandum & Order of Feb. 2, 2012.

3. The Court hereby finds and concludes that the formula in the Plan of Allocation for the calculation of the claims of Authorized Claimants that is set forth in the Notice of Proposed

Settlement, Motion for Attorneys' Fees and Expenses Award and Fairness Hearing (the "Notice")

disseminated to Settlement Class Members, provides a fair and reasonable basis upon which to

allocate the net settlement proceeds among Settlement Class Members, as modified in this Court's Memorandum & Order of Feb. 2, 2012.

DAB
2/2/12

DAB
2/2/12

The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair and reasonable and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

DATED: 2/2/12

Deborah A. Batts
The Honorable Deborah A. Batts
United States District Court for the
Southern District of New York